

EXHIBIT B

February Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at docket # 30542 under Case No. 01-01139. Also available upon request from Grant Thornton LLP.

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: August 27, 2013
)	

**SUMMARY APPLICATION OF GRANT THORNTON, LLP, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS TAX AND ACCOUNTING ADVISORS TO
W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD FROM FEBRUARY 1,
2013, THROUGH FEBRUARY 28, 2013**

Name of Applicant:	Grant Thornton LLP
Authorized to Provide Professional Services to:	W. R. Grace & Co., et al., Debtors and Debtors-in-Possession
Date of Retention:	Retention Order entered August 14, 2012, effective as of August 14, 2012
Period for which compensation and reimbursement is sought:	February 1, 2013 to February 28, 2013
Amount of Compensation sought as actual, reasonable and necessary:	\$ 10,420.00 ²
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 0.00

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Arnicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Although the February billings amounted to \$10,420.00, Grant Thornton is capping the fees at \$5,930.00, as we will have reached \$20,000, an amount agreed to by both Grant Thornton and debtor for the work related to these services for the period January 2013 – March 2013.

Docket # 30943
Date 8-7-13

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately 2.0 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$750.00.

This is the monthly application of Grant Thornton, LLP ("Grant Thornton") for interim compensation of services for the interim fee period February 1, 2013 through February 28, 2013. The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 7, 2012	Jul. 1-31, 2012	\$87,581.00	\$9,776.15	Approved	Approved
October 11, 2012	Aug. 1-31, 2012	\$243,006.50	\$16,344.34	Approved	Approved
December 2, 2012	Sep. 1-30, 2012	\$180,217.00	\$15,482.84	Approved	Approved
April 2, 2013	Oct. 1-30, 2012	\$60,437.50	\$1,081.86	Approved	Approved
April 23, 2013	Nov. 1-30, 2012	\$0.00	\$2,043.47	Approved	Approved
May 14, 2013	Dec. 1-31, 2012	\$0.00	\$59.00	Approved	Approved
August 5, 2013	Jan. 1-31, 2013	\$14,052.50	\$0.00	Pending	Pending

The following Grant Thornton professionals rendered professional services in these cases during the Fee Period:

Name of Professional Person	Position with the Applicant and Year Admitted	Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Andrew D. Wetcher	Senior Associate 2013	CSFTS	\$350.00	12.4	\$4,340.00
Mathew Abraham	Manager 2013	CSFTS	\$400.00	14	\$5,600.00
David A. Vorrath	Partner 2013	CSFTS	\$600.00	0.8	\$480.00
Totals				27.2	\$10,420.00

There are no paraprofessionals of Grant Thornton who rendered professional services in these cases during the Fee Period that have charged fees to the Debtors.

Grand Total for Fees: \$5,930.00³

COMPENSATION BY MATTER SUMMARY

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
18	Section 199 Tax Study	27.2	\$10,420.00
Totals for Matters		27.2	\$10,420.00

³ *Id.*

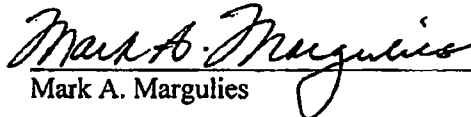
This fee application relates to a new Statement of Work, which the debtor has engaged Grant Thornton to provide additional tax services. Grant Thornton is requesting actual payment of fees (80% on the monthly fee application, and the remaining 20% on the quarterly fee application).

WHEREFORE, Grant Thornton respectfully requests (a) that an allowance be made to it, as fully described above for: (i) 80% of the amount of \$5,930.00 for reasonable and necessary professional services Grant Thornton has rendered to the Debtors during the Fee Period (\$4,744.00); and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Grant Thornton during the Fee Period (\$0.00); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: August 7, 2013

Respectfully submitted,

Grant Thornton, LLP


Mark A. Margulies

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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**FEE AND EXPENSE DETAIL FOR GRANT THORNTON, LLP, FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS TAX AND
ACCOUNTING ADVISORS TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY
INTERIM PERIOD FROM FEBRUARY 1, 2013 THROUGH FEBRUARY 28, 2013**

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EXHIBIT A

February 2013 Fee Detail

Matter 18		Section 199 Tax Study			
Professional	Date	Description	Time	Rate	Amount
Wetcher, Andrew D	2/4/2013	WR Grace - Sec. 199 tax workbook calculation for 12/31/10 tax year (1.6 hours).	1.6	\$350.00	\$560.00
Wetcher, Andrew D	2/5/2013	WR Grace - 2010 Sec. 199 calculation - continued preparation of the 2010 sec. 199 calculation workbook (1.4 hours).	1.4	\$350.00	\$490.00
Wetcher, Andrew D	2/6/2013	WR Grace - 2010 Sec. 199 calculation workbook preparation; continuation of previous 2010 work (1.2 hours).	1.2	\$350.00	\$420.00
Abraham, Mathew	2/8/2013	Reviewing 2010 section 199 calculation (1.6 hours).	1.6	\$400.00	\$640.00
Abraham, Mathew	2/11/2013	Review 2010 section 199 calculation (1.7 hours).	1.7	\$400.00	\$680.00
Wetcher, Andrew D	2/11/2013	WR Grace - 2010 Section 199 calculation preparation (1.1 hours).	1.1	\$350.00	\$385.00
Abraham, Mathew	2/12/2013	Reviewing and editing 2010 Section 199 calculation (7.4 hours).	7.4	\$350.00	\$2,960.00
Wetcher, Andrew D	2/12/2013	WR Grace - 2010 Section 199 calculation - continued preparation of calculation (1.2 hours).	1.2	\$350.00	\$420.00
Abraham, Mathew	2/13/2013	Review and edits to 2010 Section 199 calculation (1.1 hours).	1.1	\$400.00	\$440.00
Wetcher, Andrew D	2/13/2013	WR Grace - 2010 Section 199 calculation - continued with preparation (0.8 hours).	0.8	\$350.00	\$280.00
Wetcher, Andrew D	2/14/2013	WR Grace - 2010 Sec. 199 Calculation - call with Mat Abraham and Rob Levin regarding calc. review (0.8 hours); Updates to calculation M-1 adjustments (0.6 hours).	1.4	\$350.00	\$490.00
Wetcher, Andrew D	2/15/2013	WR Grace - 2010 Sec. 199 Calculation - updates to pension reconciliation M-1 detail (1.2 hours).	1.2	\$350.00	\$420.00
Abraham, Mathew	2/15/2013	Discussion w/ Andrew re: treatment of foreign income taxes for 2010 calculation (0.2 hours).	0.2	\$400.00	\$80.00
Abraham, Mathew	2/19/2013	Review of 2010 section 199 calculation (1.4); conversation with Rob and Andrew re: 2010 section 199 calculation (2.0 hours).	2	\$400.00	\$800.00
Wetcher, Andrew D	2/19/2013	WR Grace - 2010 Sec. 199 workbook - continued updates related to pension reconciliation and M-1 adjustments (1.1 hours).	1.1	\$350.00	\$385.00
Wetcher, Andrew D	2/20/2013	WR Grace - 2010 Sec. 199 calculation - updates to wp (4 hours); call with Mat Abraham and Rob Levin (0.8 hours).	0.8	\$350.00	\$280.00
Wetcher, Andrew D	2/25/2013	WR Grace - 2010 Sec. 199 calculation - reconciliation of open items to complete 2010 calculation and follow-up (0.6 hours)	0.6	\$350.00	\$210.00

Vorrath, David Allen	2/27/2013	Discuss SOWs with Don Teichen and update team (0.5 hours)	0.5	\$600.00	\$300.00
Vorrath, David Allen	2/28/2013	Discuss OOS billing on 199 project with Mark and Rob (0.3 hours)	0.3	\$600.00	\$180.00
Total			27.2		\$10,420.00